IN THE CLAIMS:

Please amend the claims as follows. This listing of claims will replace all prior versions and listings of claims in the application.

1. (Currently amended) A compound or a prodrug ester or a pharmaceutically acceptable salt or a stereoisomer-thereof-according to formula I

or a pharmaceutically acceptable salt thereof

wherein

R₁ is selected from hydrogen (H), alkenyl or substituted alkenyl, CO₂R₄, CONR₄R₄' and CH₂OR₄;

R₂ and R₂' are each independently selected from hydrogen (H), alkyl, substituted alkyl, SR₃, halo, NHR₄, NHCOR₄, NHCO₂R₄, NHCONR₄R₄' and NHSO₂R₄;

and at least one of R₂ and R₂' is H or alkyl;

R₃ in each functional group is independently selected from hydrogen (H), alkyl or substituted alkyl, CHF₂, CF₃ and COR₄;

R₄ and R₄' in each functional group are each independently selected from hydrogen(H), alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, arylalkyl or substituted arylalkyl, and aryl or substituted aryl;

R₅ and R₅' are each independently selected from hydrogen(H), alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl and arylalkyl or substituted arylalkyl, wherein at least one of R₅ and R₅' is hydrogen, or R₅ and R_5 ' taken together can form a double bond with oxygen (O), sulfur (S), NR_7 or CR_7R_7 ';

R₆ and R₆' are each independently at each occurrence selected from hydrogen(H), alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or Re: USSN 10/780415

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substituted cycloalkyl, and arylalkyl or substituted arylalkyl, wherein at least one of R_6 and R_6 ' is hydrogen, or R_6 and R_6 ' at each occurrence may be taken together to form a double bond with oxygen (O), sulfur (S), or CR_7R_7 ';

R₇ and R₇' in each functional group are each independently selected from hydrogen(H), OR₄, alkyl or substituted alkyl, alkenyl or substituted alkynyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, arylalkyl or substituted arylalkyl, and aryl or substituted aryl;

G is an aryl group, wherein said group is mono- or polycyclic, and which is optionally substituted with one or more substitutents selected from hydrogen, halo, CN, CF₃, OR₄, CO₂R₄, NR₄R₄', CONR₄R₄', CH₂OR₄, alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, arylalkyl or substituted arylalkyl, and aryl or substituted aryl;

W is selected from (CR_6R_6') , $C(R_6)OR_3$, or $C(R_6)(NR_4R_4')$; and n is 1; with the following provisos:

- (a) when R_5 and R_5 ' and/or R_6 and R_6 ' form a double bond with CR_7R_7 ', then when either R_7 or R_7 ' is OR_4 , R_4 is not hydrogen;
 - (b) when
 - (i) R_5 and R_5 ' are each H or taken together to be =0, =S or =CH₂,
 - (ii) R₆ and R₆' on the imidazolidine portion of the bicyclic structure shown are selected from hydrogen(H), alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, and arylalkyl or substituted arylalkyl, wherein at least one of R₆ and R₆' on the imidazolidine portion of the bicyclic structure shown is hydrogen, or R₆ and R₆' on the imidazolidine portion of the bicyclic structure shown are taken together to form a double bond with oxygen (O) or sulfur (S),
 - (iii) W is CR₆R₆' where R₆ and R₆' are each independently selected from H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl and arylalkyl or substituted arylalkyl, wherein at least one of R₆ and R₆' in W is H, and

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$$\mathbb{R}^{13}$$
, wherein

(iv) G has the structure:

 R_{13} is selected from the group consisting of H, CN, NO₂, halo, OR₁₄, CO₂R₁₅, CONHR₁₅, COR₁₅, S(O)_pR₁₅, SO₂NR₁₅R₁₅', NHCOR₁₅ and NHSO₂R₁₅,

wherein p is an integer from 0 to 2,

R₁₄ in each functional group is independently selected from H, alkyl or substituted alkyl, CHF₂, CF₃ and COR₁₅,

R₁₅ and R₁₅' in each functional group are each independently selected from H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, arylalkyl or substituted arylalkyl, aryl or substituted aryl, and -CN,

and

A and B are each independently selected from H, halo, CN, NO₂, alkyl or substituted alkyl and OR₁₄,

then R_2 and R_2 ' are each independently selected from SR_3 and NHR_4 .

2. (Currently amended) The compound <u>or pharmaceutically acceptable salt thereof</u> according to claim 1 wherein G is selected from:

$$R_9$$
 R_8
 R_8

wherein

R₈, R₉, R₁₀ and R₁₁ are each independently selected from hydrogen (H), NO₂, CN, CF₃, OR₄, CO₂R₄, NR₄R₄', CONR₄R₄', CH₂OR₄, alkyl or substituted alkyl, alkenyl or substituted

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alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, arylalkyl or substituted arylalkyl, and aryl or substituted aryl;

A to F is each independently selected from CR₉;

J, K, L, P and Q are each independently selected from CR₁₂R₁₂';

 R_{12} and R_{12} ' in each functional group are each independently selected from a bond or R_1 ; and

m is an integer of 0 or 1.

- 3. (Canceled)
- 4. (Currently amended) The compound or pharmaceutically acceptable salt thereof according to claim 2 wherein R_8 is -CN.
- 5. (Currently amended) The compound according to claim 1 which is:

- 6. (Canceled).
- 7. (Currently amended) The compound according to claim 1 selected from:

thereof.

- 12. (Currently amended) A pharmaceutical composition, comprising:
 - (a) a compound or pharmaceutically acceptable salt thereof according to claim 1; and
 - (b) at least one pharmaceutically acceptable diluent or carrier.

Claims 13-22 (cancelled)

- 23. (Currently amended) The compound according to claim 1 which is pharmaceutically acceptable salt thereof.
- 24. (Currently amended) The compound according to claim 1 which is

or a pharmaceutically acceptable salt thereof.

25. (Currently amended) A pharmaceutical composition according to claim 12, wherein the

HO H O CN

compound according to claim 1 is thereof.

or a pharmaceutically acceptable salt

26. (Currently amended) A pharmaceutical composition according to claim 12, wherein the

HO H N CH_3 CN O H_3 C CI

compound according to claim 1 is

or a pharmaceutically

acceptable salt thereof.

27. (Currently amended) The compound according to claim 1 which is or a pharmaceutically acceptable salt thereof.

28. (Currently amended) The compound according to claim 1 which is pharmaceutically acceptable salt thereof.

HO H O CN
O Me Br or a

29. (Currently amended) The compound according to claim 1 which is pharmaceutically acceptable salt thereof.

HO H O Br O Me CI or a

30. (Currently amended) The compound according to claim 1 which is <u>pharmaceutically acceptable salt thereof.</u>

HO H O CN
O Me Me or a

31. (Currently amended) The compound according to claim 1 which is pharmaceutically acceptable salt thereof.

HO H O CN O CI Me Or a

32. (Currently amended) The compound according to claim 1 which is pharmaceutically acceptable salt thereof.

HO H O CN O Me F Or a

33. (Currently amended) The compound according to claim 1 which is pharmaceutically acceptable salt thereof.

HO H O CN Or a

34. (Currently amended) The compound according to claim 1 which is pharmaceutically acceptable salt thereof.

35. (Currently amended) The compound according to claim 1 which is pharmaceutically acceptable salt thereof.

36. (Currently amended) The compound according to claim 1 which is pharmaceutically acceptable salt thereof.

37. (Currently amended) The compound according to claim 1 which is a pharmaceutically acceptable salt thereof.

$$\begin{array}{c|c} \text{HO} & \overset{\dot{H}}{\underset{O}{\overset{\dot{C}}{\bigvee}}} \overset{\dot{C}F_3}{\underset{O}{\overset{}{\bigvee}}} \text{CN} \\ \\ \text{O Me} & \text{CI} & \underline{\text{or}} \end{array}$$

38. (Currently amended) The compound according to claim 1 which is a pharmaceutically acceptable salt thereof.